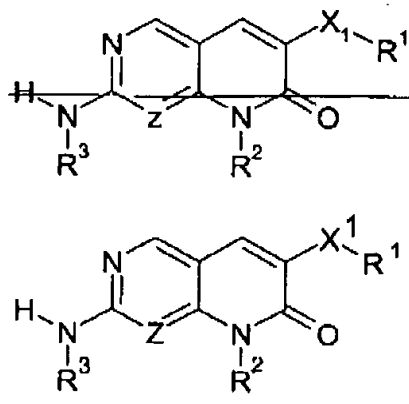


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WHAT IS CLAIMED:

1. (Currently amended) A compound of Formula I:



Formula I

or a pharmaceutically acceptable salt, hydrate or prodrug thereof,
wherein:

Z is N or CH;

X¹ is O, NR⁴ (where R⁴ is hydrogen or alkyl), S or C=O;

R¹ is alkyl, cycloalkyl, cycloalkylalkyl or -CH₂-alkenyl;

R² is hydrogen, alkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, haloalkyl, heteroalkyl, cyanoalkyl, alkylene-C(O)R²¹ (where R²¹ is hydrogen, alkyl, hydroxy, alkoxy, amino, monoalkylamino or dialkylamino), amino, monoalkylamino, dialkylamino, acyl, or NR²²-Y-R²³ (where Y is -C(O), -C(O)O-, -C(O)NR²⁴, S(O)₂ or S(O)₂NR²⁵; R²², R²⁴ and R²⁵ are independently hydrogen or alkyl; and R²³ is hydrogen, alkyl, cycloalkyl, cycloalkylalkyl, heteroalkyl or optionally-substituted phenyl); and

R³ is alkyl, haloalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cycloalkyl, cycloalkylalkyl, heteroalkylsubstituted cycloalkyl, heterosubstituted cycloalkyl, heteroalkyl, cyanoalkyl, heterocyclyl, heterocyclylalkyl, or -heterocycloamino-SO₂-R¹² (where R¹² is haloalkyl, aryl, aralkyl, heteroaryl or heteroaralkyl).

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2. (Original) The compound of Claim 1, or a pharmaceutically-acceptable salt thereof, wherein X^1 is $-O-$.

3. (Original) The compound of Claim 2, or a pharmaceutically-acceptable salt thereof, wherein R^1 is alkyl or cycloalkyl.

4. (Original) The compound of Claim 3, or a pharmaceutically-acceptable salt thereof, wherein R^3 is cycloalkyl, cycloalkylalkyl, heteroalkylsubstituted cycloalkyl, heterosubstituted cycloalkyl, heteroalkyl, heterocyclyl or heterocyclylalkyl.

5. (Original) The compound of Claim 4, or a pharmaceutically-acceptable salt thereof, wherein R^3 is cycloalkyl, heteroalkylsubstituted cycloalkyl, heterosubstituted cycloalkyl, heteroalkyl or heterocyclyl.

6. (Original) The compound of Claim 5, or a pharmaceutically-acceptable salt thereof, wherein R^3 is optionally-substituted heterocyclyl.

7. (Original) The compound of Claim 5, or a pharmaceutically-acceptable salt thereof, wherein R^3 is hydroxyalkyl or alkoxyalkyl.

8. (Original) The compound of Claim 1, or a pharmaceutically-acceptable salt thereof, wherein R^2 is hydrogen, alkyl, aryl, cycloalkyl or heteroalkyl.

9. (Original) The compound of Claim 8, or a pharmaceutically-acceptable salt thereof, wherein R^2 is alkyl or hydroxyalkyl.

10-18. (Canceled)

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